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UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

UNITED STATES DISTRICT COURT  
DISTRICT OF MASS.

QSL CORPORATION d/b/a )	)
WAXCESORIES and )	)
CKQ DESIGNS, INC., )	)
Plaintiffs, )	
v. )	
FIGI ACQUISITION COMPANY, LLC, )	)
Defendant. )	

**DECLARATION OF MARK ELLIS  
IN SUPPORT OF FIGI'S MOTION TO TRANSFER**

I, MARK ELLIS, declare and state as follows:

1. I have personal knowledge of all matters set forth within my Declaration, and unless stated otherwise, I can and will competently testify to those matters if called upon to do so.
2. I am the President and CEO of FIGI, LLC, f/k/a FIGI ACQUISITION COMPANY, LLC, located in San Diego, California.
3. FIGI, LLC, is a Delaware Limited Liability Company with all of its offices and distribution facilities in San Diego, California. FIGI, LLC, is domiciled in California with its principal place of business in San Diego. The administrative staff of the company (President, Finance and Accounting, Customer Service, Design, Quality Control, Telesales, and Purchasing) are located at 3636 Gateway Center Avenue, San Diego, California. The building across the street (655 Gateway Center Way, San Diego, California) is our product warehouse, where

we break bulk shipments and pack out and ship customer orders. The company has a craft shop, which employs two people, where prototypes of FIGI, LLC, products are produced. The FIGI, LLC, craft shop is located at 1455 Union Street, San Diego, California.

4. FIGI, LLC's design department consists of three artists, one colorist, two metal lab designers, one merchandiser, one product developer, one vice president of design. Two metal lab designers are located at the 1455 Union Street business address. All other staff is located at 3636 Gateway Center Avenue, San Diego, California. Artists research and draw all stages of product from concept to tech art. Merchandisers design displays, and create printed artwork. Colorists paint prototypes that are created by two staff members in the craft shop. From San Diego, California, FIGI, LLC's product developer manages all communications, and approves final costs and product. All staff members report to the Vice President of Design. The FIGI, LLC Vice President of Design provides art direction and oversees line planning and all product related matters. The Vice President is based in San Diego.

5. Idea generation stems from our art staff and Vice President of design. The names of these employees and job titles are as follows:

Kevin McNulty - Vice President of design

Kim Knoll - artist

Mari Freeman - artist

Kara Grier - artist

Colleen O'Neill - Product Developer

Idea generation from aforementioned staff is a result of internet research, market shopping, gift industry and trend articles, and brainstorming sessions with entire design staff.

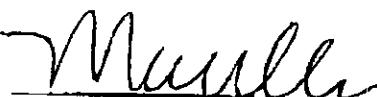
6. Kevin McNulty determines the viability of product ideas, provides art direction, selling plan direction; Colleen O'Neill handles all communications with FIGI, LLC headquarters. She takes art provided by San Diego artists and communicates specifications/requirements to headquarters. She also approves costing and final factory sample. All of FIGI, LLC's artists research trends, provide concepts, and draw final design.

7. As for FIGI, LLC's sales department all sales information is provided in the form of a catalog. The catalog photos are shot onsite in San Diego. The catalog pages are designed by Leah Overcash, who is also located in San Diego. As for FIGI, LLC's advertising department, it is also based in San Diego. The tasks associated with the advertising for the Cell Phone Holders was handled in San Diego. For example, photo of the sports Cell Phone Holder amongst other additional coordinating FIGI, LLC product was sent out in the form of a postcard in December 2004. A one page advertisement was placed in the January 2005 issue of Gifts & Decorative Accessories magazine. Both pieces of collateral were shot and designed in San Diego.

8. All documents and design material related to the development of the Cell Phone Holders are located in offices in San Diego.

I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE FOREGOING IS TRUE AND CORRECT.

Executed this 8 day of March, 2005 at San Diego, CA.

  
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MARK ELLIS, DECLARANT

**CERTIFICATE OF SERVICE**

I certify that, on March 7, 2005, I served a true copy of the foregoing document by hand delivery on counsel of record for each other party.

  
Erik Paul Belt

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